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13 FORTRESS INVESTMENT GROUP LLC,
FORTRESS CREDIT CO. LLC,
14 VLSI TECHNOLOGY LLC

15 Additional counsel listed on signature page

17 **UNITED STATES DISTRICT COURT**

18 **NORTHERN DISTRICT OF CALIFORNIA**

19 INTEL CORPORATION and APPLE INC.,

20 Plaintiffs,

21 v.

22 FORTRESS INVESTMENT GROUP LLC,
FORTRESS CREDIT CO. LLC, UNILOC
23 2017 LLC, UNILOC USA, INC., UNILOC
LUXEMBOURG S.A.R.L., VLSI
24 TECHNOLOGY LLC, INVT SPE LLC,
INVENTERGY GLOBAL, INC., and IXI IP,
25 LLC,

26 Defendants.

Case No. 3:19-cv-07651-EMC

**DECLARATION OF OLIVIA WEBER IN
SUPPORT OF FORTRESS INVESTMENT
GROUP LLC'S, FORTRESS CREDIT CO.
LLC'S, AND VLSI TECHNOLOGY LLC'S
ADMINISTRATIVE MOTION TO SEAL
DEFENDANTS' JOINT MOTION TO
DISMISS AND TO STRIKE PLAINTIFFS'
SECOND AMENDED COMPLAINT AND
REQUEST FOR JUDICIAL NOTICE**

Hon. Edward M. Chen

1 I, Olivia L. Weber, declare as follows:

2 1. I am an attorney at law, admitted to practice in the United States District Court,
3 Northern District of California, and I am an associate with the law firm of Irell & Manella LLP,
4 counsel for defendants Fortress Investment Group LLC, Fortress Credit Co. LLC, and VLSI
5 Technology LLC in this matter. I am familiar with the facts set forth herein and, if called as a
6 witness, I could and would testify competently to those facts under oath. I submit this declaration
7 in support of Defendants' Administrative Motion for an order to file under seal limited portions of
8 Defendants' Joint Motion to Dismiss and to Strike the Second Amended Complaint ("Motion to
9 Dismiss the SAC") as well as two documents attached to Defendants' contemporaneously-filed
10 Request for Judicial Notice in support of the Motion to Dismiss the SAC ("RJN").

11 2. The Court previously sealed portions of Plaintiffs Apple Inc.'s and Intel
12 Corporation's Second Amended Complaint ("SAC") containing information about Defendant
13 VLSI Technology LLC's ("VLSI") patent purchase and cooperation agreement and amendment
14 (collectively, "PPCA") with NXP B.V. SAC ¶¶ 76-77, 274-275; *see* Dkt. No. 238. Page 20, line
15 numbers 22-24 of the Motion to Dismiss the SAC contain this same information. In addition,
16 page 20 line number 25 and page 21 line numbers 1-4 of the Motion to Dismiss the SAC as well
17 as Exhibit 23 of Defendants' RJN contain other information from VLSI's PPCA.

18 3. Public disclosure of the information contained in the PPCA, including purchase and
19 payment terms could pose a serious risk to VLSI (as well as other non-parties to the agreement).
20 This information constitutes highly confidential trade secrets. VLSI takes steps to ensure that this
21 information remains confidential, including by designating this information as "Outside Counsel
22 Eyes Only" when it has been produced in litigation. Competitors and potential counterparties
23 would gain an unfair insight into VLSI's business and negotiation strategies and if they had access
24 to this information, which they could then use to their commercial advantage.

25 4. The Court also sealed portions of the SAC containing information about damages
26 assessments made by VLSI in another litigation, *VLSI Technology LLC v. Intel Corporation*, 1:18-
27 cv-00966-CFC-CJB (D. Del.) (the "Delaware Action"). SAC ¶ 274; *see* Dkt. No. 238. Page 25
28 line numbers 13-16 of the Motion to Dismiss the SAC contain this same information. In addition,

1 page 25 line numbers 16-19 of the Motion to Dismiss the SAC as well as Exhibit 22 of
2 Defendants' RJN contain excerpts of information from Intel's damages expert's report in the same
3 litigation. Intel has designated this information as "highly confidential, outside counsel's eyes
4 only" pursuant to a protective order in the Delaware Action. Intel has agreed that Defendants can
5 disclose this information to the Court provided that it is filed under seal.

6 5. Public disclosure of VLSI's damages assessments in the Delaware action are
7 likewise confidential trade secrets. These assessments reflect VLSI's confidential patent
8 valuations, and their disclosure could prejudice VLSI in future licensing negotiations. Intel may
9 also seek to file a declaration in support of sealing information from its damages expert's report.

10 6. The Court also sealed portions of the SAC containing information about a third
11 party's patent licensing offer to Intel. *See* SAC ¶ 125; Dkt. No. 238. Page 20 line numbers 13-14
12 of the Motion to Dismiss the SAC contain this same information, which constitutes confidential
13 licensing negotiation information. Intel may also seek to file a declaration in support of sealing
14 this information.

15 I declare under the penalty of perjury under the laws of the United States of America that
16 the foregoing is true and correct to the best of my knowledge and that this Declaration was
17 executed on April 26, 2021 at Newport Beach, California.

18
19 By: /s/ Olivia L. Weber
Olivia L. Weber